

EXHIBIT B

SIEMENS VDO

A u t o m o t i v e

Siemens VDO Automotive S.A.S.

1, avenue Paul Ourliac - B.P. 1149 Tel. ++33 (0)5 61 19 88 88
31038 Toulouse cedex 1 - France Fax ++33 (0)5 61 19 25 25
S.A.S with capital of 70 000 000 Euros - Registered in Toulouse 314 722 026 -
VAT number FR 03 314 722 026 - SIRET 314 722 026 00031

Your contact in accounting dpt : 33-561 19 85 68

Vendor code :

Deliv. Note Shipping date : / /

RECEIVED
Date 12/13/2004 N° 0092816621

DUPLICATE

Others References :

Activity : 9 - Engineering

N°: 12105162

DELPHI AUTOMOTIVE SYSTEMS LLC

To : Marilyn TRAPPE

MAIL STOP 1-08 PO Box 1042

45401 DAYTON, OH

USA

Transportation Details

Carrier :

Broker :

Loading Location :

Unloading Location :

Transportation Mode :

Total Net Weight : 0

Total Gross Weight : 0,000

Payment Terms

Make remittance to :

Currency USD

L/C n° :

Your payment by Bank remittance the 01/31/2004

Bank remittance 30 days end of month

Incoterms :

Cust. Order N°	Description	Shipped	Unit Price	Unit	Extension	VAT Code
SIEMENS Ref. N°	Country of origin					
Customer Ref. N°						

DCS00346

SECS35-27

Production tooling for GEN 2 DRAD

1

18,000.00

1UN

18,000.00

GT

C 118 193 35

AL*: / EECN:

Sub Total

18,000.00

VAT :

1. Output Tax 19.600 € 3,528.00

Total 18,000.00

VAT 3,528.00

TOTAL AMOUNT DUE 21,528.00

The applicable interest rate for delayed payments shall amount to 1.5 times the "legal interest rate" applicable in France i.e. 3.06%. It shall be due as of the day following the payment date indicated hereinabove.
The discount rate applicable according to our general terms and conditions is 0 %.

*AL : Goods labeled with "AL not equal to N°" are subject to European or German export authorization when being exported out of EU.
Goods labeled with "EECN not equal to N°" are subject to US reexport authorization. Even without a label, or with label "AL: N°" or "EECN: N°", authorization may be required due to the final end-use and destination for which the goods are to be used

CUSTOMER

Folio : 1/1

DELPHI
Automotive Systems

DELPHI CHASSIS SYSTEMS
P.O. BOX 1042
DAYTON OH
45401

SHIP TO:
US

US

PURCHASE
ORDER: DCS00346

PAGE 1

VENDOR NUMBER 26-591-8502
SIEMENS VDO AUTOMOTIVE
1 AVENUE PAUL OURLIAC
BOITE POSTAL 1149
TOULOUSE CEDEX FR
31036
FRANCE

INVOICE TO:
US

US

THIS NUMBER MUST APPEAR ON ALL INVOICES, PACKING SLIPS,
PACKAGES AND BILLS OF LADING.
Two copies of your packing slip must accompany each shipment.
Item Identification Number(s) must be shown on Packing Slips and
Invoices.
Do not Declare Valuation of Express Shipments or Insure Parcel
Post.

ORDER DATE
11/20/03
M. SHIELDS
VZ
BUYER
PHONE: 937-455-7374

SHIP VIA
SEE BELOW

DESTINATION UNLESS OTHERWISE INDICATED

SPCOL

DATE REQUIRED TAX CODE/ %

BASE UNIT PRICE

PRICE
MULTIPLIER

NET OF
INVOICE

LOT

ITEM
SEQUENCE

QUANTITY
ORDERED

ITEM IDENTIFICATION NO.

NAME

DESCRIPTION

NO
NUMBER

THIS ORDER IS LISTED IN THE FOLLOWING CURRENCY
USD DOLLAR (UNITED STATES)

PLEASE MAIL TWO (2) COPIES OF YOUR INVOICE TO:
DELPHI ENERGY & CHASSIS SYSTEMS
ATTN: MARILYN TRAPPE, MAIL STOP 1-08
P. O. BOX 1042
DAYTON, OH 45401
ANY QUESTIONS CONCERNING THIS RELEASE, PLEASE CALL
MIKE SHIELDS, PH: 937-455-7374, FAX: 937-455-9133.

TOOLING LOCATION:
SIEMENS VDO AUTOMOTIVE
1 AVENUE PAUL OURLIAC
BOITE POSTAL 1149
TOULOUSE CEDEX
FRANCE
31036

12/15/03 C 0-000
T22212835 / T22212839 / T22197737
PRODUCTION TOOLING FOR GEN 2 DRAD ECU
CONNECTOR KEYING AND PACKAGING
WHO ORDERED: JOHN BUECHELE

THE SUPPLIER IS RESPONSIBLE FOR MAINTAINING TOOLS

Michel POULET
13 DEC. 2003
AV 31036

18000.0000

00001

PR650554 001

SIEMENS VDO

A u t o m o t i v e

Siemens VDO Automotive S.A.S.

1, avenue Paul Ourliac - B.P. 1149

Tel. ++33 (0)5 61 19 85 88

31038 Toulouse cedex 1 - France

Fax ++33 (0)5 61 19 25 25

S.A.S with capital of 70 000 000 Euros - Registered in Toulouse 314 722 026 -

VAT number FR 03 314 722 026 - SIRET 314 722 026 00031

Your contact in accounting dpt : 33-561 19 85 68

Vendor code :

Deliv. Note Shipping date : / /

Date 12/11/2003 N° 0092816515

DUPLICATE

Others References :

Activity : 9 - Engineering

N°: 12105162

DELPHI AUTOMOTIVE SYSTEMS LLC

To : Marilya TRAPPE

MAIL STOP 1-08 PO Box 1042

45401 DAYTON, OH

USA

Transportation Details

Carrier :

Broker :

Loading Location :

Unloading Location :

Transportation Mode :

Total Net Weight : 0

Total Gross Weight : 0,000

Payment Terms

Make remittance to :

Currency EUR

L/C n° :

Your payment by Bank remittance the 01/31/2004

Bank remittance 30 days end of month

Incoterms :

Cust. Order N°	Description	Shipped	Unit Price	Unit	Extension	VAT Code
SIEMENS Ref. N°	Country of origin					
Customer Ref. N°						

DC994056

SEC935-27

tooling for production of DRAD

1 500,000.00 1UN 500,000.00 G

C 118 193 35

AL* : / ECCN:

ATTN: Joan PHILPOT

Sub Total

500,000.00

VAT :

1. Output Tax 19.600 % 98,000.00

Total 500,000.00

VAT 98,000.00

Total amount 598,000.00

The applicable interest rate for delayed payments shall amount to 1.5 times the "legal interest rate" applicable in France i.e. 3.09%. It shall be due as of the day following the payment date indicated hereinabove.
The discount rate applicable according to our general terms and conditions is 0 %.

*AL : Goods labeled with "AL not equal to N" are subject to European or German export authorization when being exported out of EU. Goods labeled with "ECCN not equal to N" are subject to US Reexport authorization. Even without a label, or with label "AL:N" or "ECCN:N", authorization may be required due to the final end-use and destination for which the goods are to be used

CUSTOMER

Folio : 1/1

DELPHI CHASSIS SYSTEMS P.O. BOX 1042 DAYTON OH 45401		SHIP TO: US		ORDER: DCS94056	
VENDOR NUMBER 26-591-8502 SIEMENS VDO AUTOMOTIVE 1 AVENUE PAUL OURLIAC BOITE POSTAL 1149 TOULOUSE CEDEX FR 31036 FRANCE		INVOICE TO: US		This Number Must Appear On All Invoices, Packing Slips, Packages and Bills of Lading. 12 copies of your packing slip must accompany each shipment. Invoice Identification Number(s) must be shown on Packing Slip and Invoice. Invoice Attn: Accounts Payable Do not Declare Valuation of Express Shipments or Insure Parcel Post.	
TO:		NO INVOICES REQUIRED TO ACCTS PAYABLE UNLESS OTHERWISE STATED ON PO OR RELEASE.		PHONE: 937-455-7374 M. SHIELDS VZ Buyer	
ORDER DATE 12/10/02		ALTERNATION DATE 12/10/02		ALTERNATION EFFECTIVE DATE 12/10/02	
SHIP VIA SEE BELOW		DESTINATION UNLESS OTHERWISE INDICATED F.O.B. SPCOL		PURCHASING AGENT	
ITEM SEQUENCE 00001		QUANTITY ORDERED 1		ITEM IDENTIFICATION NO. PR677240 001	
NAME EUR		DESCRIPTION THIS ORDER IS LISTED IN THE FOLLOWING CURRENCY: EUR EUROPEAN CURRENCY UNIT PLEASE MAIL TWO (2) COPIES OF YOUR INVOICE TO: DELPHI ENERGY & CHASSIS SYSTEMS ATTN: JOAN PHILPOT, MAIL STOP 1-08 P. O. BOX 1042 DAYTON OH 45401 ANY QUESTIONS CONCERNING THIS RELEASE, PLEASE CALL MIKE SHIELDS, PH: 937-455-7374, FAX: 937-455-9133. TOOLING LOCATION: SIEMENS VDO AUTOMOTIVE 1 AVENUE PAUL OURLIAC BOITE POSTAL 1149 TOULOUSE CEDEX FRANCE 31036		DATE REQUIRED 12/10/02	
TAX CODE/ % C 0.00%		BASE UNIT PRICE 500000.0000		PRICE 500000.0000	
ITEM MAKE/TYPE T22212835, T22212839, T22197737 ECU - SUSPENSION - MRRTD - BSRTD COMPONENT PART AND ECU ASSEMBLY TOOLING FOR PRODUCTION OF MRRTD AND BSRTD GEN 2 SCR. DRAD CONTROLLERS. GMX245 22212835 GMX295 22212839, GMT800 22197737		LOT 500000.0000		CONTINUE PAGE 2	

Michel POULET
1 DEC. 2003
AT SE SC2 V

SIEMENS VDO

A u t o m o t i v e

Siemens VDO Automotive S.A.S.

1, avenue Paul Ourliac - B.P. 1149

31036 Toulouse cedex 1 - France

Tel. ++33 (0)5 61 19 88 88

Fax ++33 (0)5 61 19 25 25

S.A.S with capital of 70 000 000 Euros - Registered in Toulouse 314 722 026 -

VAT number FR 03 314 722 026 - SIRET 314 722 026 00031

Your contact in accounting dpt : 33-561 19 85 68

Vendor code :

Deliv. Note Shipping date : / /

INVOICE
Date 02/16/2004 N° 0032817124

DUPLICATE

Others References :

Activity : 9 - Engineering

N°: 12105162

DELPHI AUTOMOTIVE SYSTEMS LLC

To : Marilyn TRAPPE

MAIL STOP 1-08 PO Box 1042

45401 DAYTON, OH

USA

Transportation Details

Carrier :

Broker :

Loading Location :

Unloading Location :

Transportation Mode :

Total Net Weight : 0

Total Gross Weight : 0,000

Payment Terms

Make remittance to :

Currency USD

L/C n° :

Your payment by Bank remittance the 03/31/2004

Bank remittance 30 days end of month

Incoterms :

Cust. Order N°	Description	Shipped	Unit Price	Unit	Extension	VAT Code
SIEMENS Ref. N°	Country of origin					
Customer Ref. N°						

DCS97641

SECS35-27

Bracket production tooling for DRAD

1

156,000.00

10N

156,000.00

CI

C 118 193 35

AL*: / ECCN:

VAT :

1. Output Tax 19.600 % 30,576.00

Sub Total

156,000.00

Total

156,000.00

VAT

30,576.00

The applicable interest rate for delayed payments shall amount to 1.5 times the "legal interest rate" applicable in France i.e. 3.08%. It shall be due as of the day following the payment date indicated hereinabove.
The discount rate applicable according to our general terms and conditions is 0 %.

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Goods labeled with "ECCN not equal to N" are subject to US reexport authorization. Even without a label, or with label "AL: N" or "ECCN: N", authorization may be required due to the final end-use and destination for which the goods are to be used

CUSTOMER

Folio : 1/1

DELPHI Automotive Systems		PURCHASE PAGE 1	
TO: DELPHI CHASSIS SYSTEMS P.O. BOX 1042 DAYTON OH 45401		ORDER: DCS97641	
SHIP TO: US		SHIP VIA SEE BELOW	
VENDOR NUMBER 26-591-6502		SHIP DATE 06/18/03	
SIEMENS VDO AUTOMOTIVE		BUYER M. SHIELDS	
1 AVENUE PAUL OURLIAC		PHONE: 937-455-7374	
BOITE POSTAL 1149		VZ	
TOULOUSE CEDEX FR 31036		ORDER DATE 06/18/03	
FRANCE		ATTENTION EFFECTIVE DATE	
FRANCE		PACKAGING AGENT	
<p>NO INVOICES REQUIRED TO ACCTS PAYABLE UNLESS OTHERWISE STATED ON PO OR RELEASE.</p> <p>INVOICE TO: US</p> <p>VENDOR NUMBER 26-591-6502</p> <p>SIEMENS VDO AUTOMOTIVE</p> <p>1 AVENUE PAUL OURLIAC</p> <p>BOITE POSTAL 1149</p> <p>TOULOUSE CEDEX FR 31036</p> <p>FRANCE</p>		<p>THIS ORDER IS LISTED IN THE FOLLOWING CURRENCY: USD DOLLAR (UNITED STATES)</p> <p>PLEASE MAIL TWO (2) COPIES OF YOUR INVOICE TO: DELPHI ENERGY & CHASSIS SYSTEMS ATTN: JOAN PHILPOT, MAIL STOP 1-08 P.O. BOX 1042 DAYTON, OH 45401 ANY QUESTIONS CONCERNING THIS RELEASE, PLEASE CALL MIKE SHIELDS, PH: 937-455-7374, FAX: 937-455-9133.</p> <p>TOOLING LOCATION: SIEMENS VDO AUTOMOTIVE 1 AVENUE PAUL OURLIAC BOITE POSTAL 1149 TOULOUSE CEDEX FRANCE 31036</p>	
00001	1	PR577749 001	12/15/03 C 0.00%
<p>T22212835 T22212839 T22197737 ECU - SUSPENSION - MRRID - BSRTD ECU MANUFACTURING TOOLING AND PRODUCTION TOOLS FOR BRACKET (P/N 22208161) USED ON ECU ASSEMBLIES FOR GMT800 AND GMX295. REV. LEVEL R2224B</p>		<p>156000.0000</p> <p>AT SE: SC2 V</p> <p>Michel POULET - 1 JULI 2008</p>	

SIEMENS VDO

A u t o m o t i v e

Siemens VDO Automotive S.A.S.
1, avenue Paul Ourliac - B.P. 1149 Tel. ++33 (0)5 61 19 88 88
31030 Toulouse cedex 1 - France Fax ++33 (0)5 61 19 25 25
S.A.S with capital of 70 000 000 Euros - Registered in Toulouse 314 722 026 -
VAT number FR 03 314 722 026 - SIRET 314 722 026 00031

Your contact in accounting dpt : 33-561 19 85 68

Vendor code :

N°: 12105162
DELPHI AUTOMOTIVE SYSTEMS LLC
To : Marilyn TRAPPE

MAIL STOP 1-08 PO Box 1042
45401 DAYTON, OH
USA

Deliv. Note Shipping date : / /

Transportation Details

Carrier :
Broker :

Loading Location :
Unloading Location :
Transportation Mode :
Total Net Weight : 0
Total Gross Weight : 0,000

Date 06/03/2004 N° 0092818025

DUPLICATE

Others References : DCS02138
Activity : 9 - Engineering

N°: 12105162
DELPHI AUTOMOTIVE SYSTEMS LLC
To : Marilyn TRAPPE

MAIL STOP 1-08 PO Box 1042
45401 DAYTON, OH
USA

Payment Terms

Make remittance to :

Currency USD
L/C n° :
Your payment by Bank remittance the 08/31/2004
Bank remittance 60 days end of month
Incoterms :

Cust. Order N°	Description	Shipped	Unit Price	Unit	Extension	VAT Code
SIEMENS Ref. N°	Country of origin					
Customer Ref. N°						

DCS02138

SEC835-27 TOOL SUSPENSION 1 68,000.00 1UN 68,000.00 C
C 118 193 35
AL*: / ECCN:
FR 678422 001- TOOLING FOR PROTOTYPE 47
WAY USCAR CONNECTOR

Sub Total 68,000.00
VAT :
1. Output Tax 19.600 % 13,328.00
Total 68,000.00
VAT 13,328.00

Total amount (USD) 81,328.00

The applicable interest rate for delayed payments shall amount to 1.5 times the "legal interest rate" applicable in France i.e. 3.08%. It shall be due as of the day following the payment date indicated hereinabove.
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"ECCN: N", authorization may be required due to the final end-use and destination for which the goods are to be used

CUSTOMER

Folio : 1/1

SIEMENS VDO

A u t o m o t i v e
Siemens VDO Automotive S.A.S.
1, avenue Paul Ourliac - B.P. 1148 Tel ++33 (0)5 61 19 85 88
31036 Toulouse cedex 1 - France Fax ++33 (0)5 61 19 25 25
S.A.S with capital of 70 000 000 Euros - Registered in Toulouse 314 722 028 -
VAT number FR 03 314 722 028 - SIRET 314 722 028 00031

Your contact in accounting dpt : 33-561 19 85 68

Vendor code :

N°: 12305162
DELPHI ENERGY & CHASSIS
METROLOGY LABORATORY
for attention : Alan Wolf

Woodman Drive, Gate 4, plant 11 PO Box .
45420 KETTERING OHIO
USA

Deliv. Note 29510189 Shipping date : 10/08/2004

Transportation Details

Carrier : FEDEX
Broker :

Loading Location : Toulouse
Unloading Location :
Transportation Mode : Air Freight
Total Net Weight : 6
Total Gross Weight : 6,000

INVOICE
Date 10/08/2004 N° 0092303339

DUPLICATE

Others References :
Activity : 5 - Prototypes

N°: 12105162
DELPHI AUTOMOTIVE SYSTEMS LLC
To : Marilyn TRAPPE

MAIL STOP 1-08 PO Box 1042
45401 DAYTON, OH
USA

Payment Terms

Make remittance to :

Currency USD
L/C n° :
Your payment by Bank remittance the 12/31/2004
Bank remittance 60 days end of month
Incoterms : EXW TOULOUSE

Cust. Order N°	Description	Shipped	Unit Price	Unit	Extension	VAT Code
SIEMENS Ref. N°						
Customer Ref. N°	Country of origin					

550050445
F0118775010 GMT 800 6 56.54 1UN 339.24 CI
22197737 C 118 193 35 Commodity code 903289909000A
AL*: N / ECCN: EAR99

Sub Total 339.24

VAT :
1. Output Tax
TAX relief on VAT, art. 262-I of CGI

Total 339.24
VAT 0.00

NET AMOUNT (USD) 339.24

The applicable interest rate for delayed payments shall amount to 1.5 times the "legal interest rate" applicable in France i.e. 3.08%. It shall be due as of the day following the payment date indicated hereinabove.
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COMPTABILITE

Folio : 1/1

DELPHI

Energy & Chassis Systems

Page 1 of 3

Buyer: Delphi Energy & Chassis Systems 5820 Delphi Drive TROY MI 48068 USA	Requirements Contract PO Number: 550050445 Date Issued: 01/09/2004 Version: 01/09/2004 14:20:22
Deliver to: Please deliver to: See Delivery Schedule	
SIEMENS VDO AUTOMOTIVE L. postale BOITE POST 31036 TOULOUSE CEDEX FRANCE	Vendor No: 1004346 DUNS No: 265916502 Payment Terms: ZMN2 Currency: USD Payment method: on 2nd, 2nd Month FOB: Freight Collect

PO Nr. 550050445
 Project Code: A306A
 Currency: US\$
 Invoice to: 12105162
 Deliver to: voir page 3
 Product Family: 35

ARRIVEE LE :
 1 FEV. 2004
 COMPTA. CLIENT

Item No.	Material No. Description	Plant																																				
00010	22197737 <i>SI 112 777 001A</i> <i>PPU 117775001D</i> BI-STATE RTD CONTROLLER GMT800 <i>Qty 200</i>	HP01 DELPHI E & C PASS BY SALES																																				
	<table><tr><th>Valid From</th><th>Valid To</th><th>Currency</th><th>Price</th><th>Price Unit</th><th>UOM</th></tr><tr><td>12/01/2003</td><td>07/31/2005</td><td>USD</td><td>56,540.00 ✓</td><td>1,000</td><td>PC</td></tr><tr><td>08/01/2005</td><td>07/31/2006</td><td>USD</td><td>53,740.00</td><td>1,000</td><td>PC</td></tr><tr><td>08/01/2006</td><td>07/31/2007</td><td>USD</td><td>43,210.00</td><td>1,000</td><td>PC</td></tr><tr><td>08/01/2007</td><td>07/31/2008</td><td>USD</td><td>41,690.00</td><td>1,000</td><td>PC</td></tr><tr><td>08/01/2008</td><td>07/31/2009</td><td>USD</td><td>40,250.00</td><td>1,000</td><td>PC</td></tr></table>	Valid From	Valid To	Currency	Price	Price Unit	UOM	12/01/2003	07/31/2005	USD	56,540.00 ✓	1,000	PC	08/01/2005	07/31/2006	USD	53,740.00	1,000	PC	08/01/2006	07/31/2007	USD	43,210.00	1,000	PC	08/01/2007	07/31/2008	USD	41,690.00	1,000	PC	08/01/2008	07/31/2009	USD	40,250.00	1,000	PC	
Valid From	Valid To	Currency	Price	Price Unit	UOM																																	
12/01/2003	07/31/2005	USD	56,540.00 ✓	1,000	PC																																	
08/01/2005	07/31/2006	USD	53,740.00	1,000	PC																																	
08/01/2006	07/31/2007	USD	43,210.00	1,000	PC																																	
08/01/2007	07/31/2008	USD	41,690.00	1,000	PC																																	
08/01/2008	07/31/2009	USD	40,250.00	1,000	PC																																	
This Requirement Contract is for 100% unless otherwise specified.																																						
00020	22212835 <i>SI 117 777 001B</i> <i>PPU 117775001D</i> MR RTD CONTROLLER GMT245 <i>Qty 200</i>	HP01 DELPHI E & C PASS BY SALES																																				
	<table><tr><th>Valid From</th><th>Valid To</th><th>Currency</th><th>Price</th><th>Price Unit</th><th>UOM</th></tr><tr><td>12/01/2003</td><td>07/31/2005</td><td>USD</td><td>50,650.00 ✓</td><td>1,000</td><td>PC</td></tr><tr><td>08/01/2005</td><td>07/31/2006</td><td>USD</td><td>48,400.00</td><td>1,000</td><td>PC</td></tr><tr><td>08/01/2006</td><td>07/31/2007</td><td>USD</td><td>40,080.00</td><td>1,000</td><td>PC</td></tr><tr><td>08/01/2007</td><td>07/31/2008</td><td>USD</td><td>38,480.00</td><td>1,000</td><td>PC</td></tr><tr><td>08/01/2008</td><td>07/31/2009</td><td>USD</td><td>36,930.00</td><td>1,000</td><td>PC</td></tr></table>	Valid From	Valid To	Currency	Price	Price Unit	UOM	12/01/2003	07/31/2005	USD	50,650.00 ✓	1,000	PC	08/01/2005	07/31/2006	USD	48,400.00	1,000	PC	08/01/2006	07/31/2007	USD	40,080.00	1,000	PC	08/01/2007	07/31/2008	USD	38,480.00	1,000	PC	08/01/2008	07/31/2009	USD	36,930.00	1,000	PC	
Valid From	Valid To	Currency	Price	Price Unit	UOM																																	
12/01/2003	07/31/2005	USD	50,650.00 ✓	1,000	PC																																	
08/01/2005	07/31/2006	USD	48,400.00	1,000	PC																																	
08/01/2006	07/31/2007	USD	40,080.00	1,000	PC																																	
08/01/2007	07/31/2008	USD	38,480.00	1,000	PC																																	
08/01/2008	07/31/2009	USD	36,930.00	1,000	PC																																	
This Requirement Contract is for 100% unless otherwise specified.																																						

Purchasing Contact: Shields, Mike Phone: 937-455-7374 Fax: 937-455-9133	Michel POULET 5 MAR. 2004 AT SE SC2 V	Contact Address: DELPHI ENERGY & CHASSIS SYSTEMS 2000 FORRER BLVD. KETTERING OH 45420
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Date and Time Printed: 01/09/2004 14:20:22

DELPHI

Energy & Chassis Systems

Page 2 of 3

SIEMENS VDO AUTOMOTIVE Boite postale BOITE POST 31036 TOULOUSE CEDEX FRANCE	Requirements Contract PO Number: 550050445 Date Issued: 01/09/2004 Version: 01/09/2004 14:20:22
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Item No.	Material No. Description	Plant																																								
00030	22212839 S 118 77T 002 D HPV 147795002 MR RTD CONTROLLER GMC295 7/15/200	HP01 DELPHI E & C PASS BY SALES																																								
	<table><tr><th>Valid From</th><th>Valid To</th><th>Currency</th><th>Price</th><th>Price Unit</th><th>UOM</th></tr><tr><td>12/01/2003</td><td>07/31/2005</td><td>USD</td><td>54,800.00 ✓</td><td>1,000</td><td>PC</td></tr><tr><td>08/01/2005</td><td>07/31/2006</td><td>USD</td><td>52,610.00</td><td>1,000</td><td>PC</td></tr><tr><td>08/01/2006</td><td>07/31/2007</td><td>USD</td><td>44,290.00</td><td>1,000</td><td>PC</td></tr><tr><td>08/01/2007</td><td>07/31/2008</td><td>USD</td><td>42,690.00</td><td>1,000</td><td>PC</td></tr><tr><td>08/01/2008</td><td>07/31/2009</td><td>USD</td><td>41,140.00</td><td>1,000</td><td>PC</td></tr></table>	Valid From	Valid To	Currency	Price	Price Unit	UOM	12/01/2003	07/31/2005	USD	54,800.00 ✓	1,000	PC	08/01/2005	07/31/2006	USD	52,610.00	1,000	PC	08/01/2006	07/31/2007	USD	44,290.00	1,000	PC	08/01/2007	07/31/2008	USD	42,690.00	1,000	PC	08/01/2008	07/31/2009	USD	41,140.00	1,000	PC					
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This Requirement Contract is for 100% unless otherwise specified.

Notes:

This Contract replaces previous contract # ---

As a supplier to Delphi Energy & Chassis you must use a Delphi approved transportation provider when Delphi is paying the bill. If you require assistance or routing instructions please contact Menlo Worldwide Logistics at 800-805-9433. Failure to follow these instructions could result in a charge back to your company

Delphi requires suppliers of productive material be capable of communicating material forecasts, material schedules, shipping notices and associated information through Electronic Data Interchange (EDI). To insure that EDI communications are accurate and effective, each productive material supplier will be required to become EDI Certified by exhibiting their ability to send and/or receive the appropriate EDI messages in accordance with applicable standards prior to providing productive material. EDI Certification will be conducted and coordinated by the EDI Competency organization.

An Internet electronic form alternative solution is intended to provide relief in situations where establishing an in-house EDI capability is a hardship for a supplier providing limited material.

...se refer to Delphi's website: www.delphi.com then Suppliers/Supplier Community Portal / Supplier Standards, for additional information.

Seller acknowledges and agrees that Buyer's General Terms and Conditions are incorporated in, and a part of, this contract and each purchase order, release, requisition, work order, shipping instruction, specification and other document issued by Buyer or accepted in writing by Buyer, whether expressed in written form or by electronic data interchange, relating to the goods and/or services to be provided by Seller pursuant to this contract (such documents are collectively referred to as this "Contract"). A copy of Buyer's General Terms and Conditions is available upon written request to Buyer or via the internet at Delphi's website, delphi.com. Seller acknowledges and agrees that it has read and understands Buyer's General Terms and Conditions. If Seller accepts this Contract in writing or commences any of the work or services which are the subject of this Contract, Seller will be deemed to have accepted this Contract and Buyer's General Terms and Conditions in their entirety without modification. Any additions to, changes in, modifications of, or revisions of this Contract (including Buyer's General Terms and Conditions) which Seller proposes will be rejected by Buyer except to the extent that Buyer expressly agrees to accept any such proposals in writing.

Michel POULET
 5 MAR 2004
 AT SE SC2 V

DELPHI

Energy & Chassis Systems

Page 3 of 3

SIEMENS VDO AUTOMOTIVE
Boite postale BOITE POST
31036 TOULOUSE CEDEX
FRANCE

Requirements Contract

PO Number 550050445 Date Issued 01/09/2004
Version 01/09/2004 14:20:22

Item No.	Material No. Description	Plant
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Notes Continued:

The term of this contract is for the period(s) of purchase indicated in the line item notes on the face of this contract.

The price(s) for the goods are set forth in the line item notes of this contract. No adjustments will be made for increases in seller's costs, including increases in the cost for labor, material or overhead.

In addition, Buyer and Seller will use their best efforts to implement cost savings and productivity improvements in order to reduce seller's costs, with the understanding that such savings (after financing) will be shared as follows: (i) savings resulting from reduction in the content of the goods shall be for the benefit of the Buyer; (ii) If Seller is responsible for the design of the goods, and the price exceeds the price at which Seller was awarded production, all savings shall be for the benefit of Buyer until the price is reduced to the price at the time of award; (iii) If the price of the product is at or below the price at which Seller was awarded production, 50% of the savings shall be for the benefit of the Buyer and 50% shall be for the benefit of the Seller.

Seller will assure that the goods remain competitive in terms of technology, design and quality with similar goods available to Buyer. However so long as Seller performs its obligation hereunder, seller's price for goods shall not be required to be competitive with prices available to Buyer from others during the first 12 months of the contract. In addition, during this period of pricing, Buyer shall forbear from exercising its rights under paragraph 11 ("termination") of this contract.

If, in the reasonable opinion of the Buyer, the goods do not remain competitive as defined in above, Buyer, to the extent it is free to do so, will advise Seller in writing of the area(s) in which other goods are more competitive. If, within (30) days, Seller does not agree to immediately sell the goods with comparable technology, design, quality or, if applicable, at a competitive price, Buyer may terminate this contract and purchase from another supplier without liability to Seller.

Buyer and Seller will cooperate to create, maintain, update, and share technical information about the product and its manufacture, as needed without restriction and in compliance with buyer's drafting and math data standards. In the event Buyer exercises its right to terminate this contract and then makes the goods or purchases the goods from another supplier, Seller agrees not to bring any action or claim against Buyer, its suppliers, dealers, or customers for any reason, including any claim for infringement of patents or other proprietary rights, arising from the manufacture, use and sale of the goods or use of the information furnished by Seller to Buyer. Seller will secure the necessary agreements with its employees and sub-contractors to assure compliance with this provision.

Title to goods shall transfer from seller to buyer upon arrival at buyer's consuming plant.

This agreement reflects the latest part numbers, pricing and timing for Suspension ECU's described in the existing Long Term Contract (LTC) executed by buyer, seller as of June 16, 2000. All other Terms and Conditions of June 16, 2000 LTC remain in effect.

ECU delivery address:

PN 22212835:GM Bowling green LOC
383 Scotty's Way
Bowling Green, KY 42101-90006
USA

123 01221

PN22212839:Tec-mar
16130 Grove Rd
Lansing, MI 48906
USA

123 01220

Invoicing address: Delphi Chassis Systems
PO Box 1042
45401 Dayton, OH
USA

121 05162

SIEMENS VDO

A u t o m o t i v e

Siemens VDO Automotive S.A.S.
1, avenue Paul Ourliac - B.P. 1149 Tel. ++33 (0)5 61 19 68 88
31036 Toulouse cedex 1 - France Fax ++33 (0)5 61 19 25 25
S.A.S with capital of 70 000 000 Euros - Registered in Toulouse 314 722 026 -
VAT number FR 03 314 722 026 - SIRET 314 722 026 00031

Your contact in accounting dept : 33-561 19 85 68

Vendor code :

Deliv. Note Shipping date : / /

INVOICE
Date 11/23/2004 N° 0092819805

DUPLICATE

Others References :
Activity : 9 - Engineering

N°: 12105162
DELPHI AUTOMOTIVE SYSTEMS LLC
To : Marilyn TRAPPE

MAIL STOP 1-08 PO Box 1042
45401 DAYTON, OH
USA

Transportation Details

Carrier :
Broker :
Loading Location :
Unloading Location :
Transportation Mode :
Total Net Weight : 0
Total Gross Weight : 0,000

Payment Terms

Make remittance to :
Currency USD
L/C n° :
Your payment by Bank remittance the 01/31/2005
Bank remittance 60 days end of month
Incoterms :

Cust. Order N°	SIEMENS Ref. N°	Description	Shipped	Unit Price	Unit	Extension	VAT Code
Customer Ref. N°		Country of origin					

DCS05791

BESC35-21

DEVELOPMENT SUSPENSION 1 8,000.00 1UN 8,000.00 C
C 118 193 35 Commodity code 999999999999
Product made in France
AL*: / EECN:

PR6788291001 T 22208456 ECU

SW REVISION FOR GMX222-272 PROGRAM

VAT :

1. Output Tax

TAX relief on VAT, art. 262-I of CGI

Sub Total 8,000.00

Total 8,000.00

VAT 0.00

Total amount 8,000.00

The applicable interest rate for delayed payments shall amount to 1.5 times the "legal interest rate" applicable in France i.e. 3,0%. It shall be due as of the day following the payment date indicated hereinabove.
The discount rate applicable according to our general terms and conditions is 0 %.

*AD : Goods labeled with "AL not equal to N" are subject to European or German export authorization when being exported out of EU. Goods labeled with "EECN not equal to N" are subject to US reexport authorization. Even without a label, or with label "AL: N" or "EECN: N", authorization may be required due to the final end-use and destination for which the goods are to be used

COMPTABILITE

Folio : 1/1

DELPHI CHASSIS SYSTEMS P.O. BOX 1042 DAYTON OH 45401		SIEMENS VDO Automotive Systems	
SHIP TO:		SEE BELOW	
INVOICE TO:		NO INVOICES REQUIRED TO ACCTS PAYABLE UNLESS OTHERWISE STATED ON PO OR RELEASE.	
VENDOR NUMBER 26-591-8502 SIEMENS VDO AUTOMOTIVE 1 AVENUE PAUL OURLIAC BOITE POSTAL 1149 TOULOUSE CEDEX FR 31036 FRANCE		ORDER: DCS05791 PHONE: 937-455-7374 M. SHIELDS VZ Buyer	
TO:		PURCHASING AGENT	
2ND DAY OF 2ND MONTH		DESTINATION UNLESS OTHERWISE INDICATED	
QUANTITY ORDERED		DATE REQUIRED	
1		10/22/04	
10001		TAX CODE: %	
PR678891 001		BASE UNIT PRICE	
8000.0000		PRICE MULTIPLE	
LOT		22 NOV. 2004 AT SE	
Michel POULET		22 NOV. 2004 AT SE	

THIS ORDER IS LISTED IN THE FOLLOWING CURRENCY
 USD DOLLAR (UNITED STATES)

PLEASE MAIL TWO (2) COPIES OF YOUR INVOICE TO:
 DELPHI ENERGY & CHASSIS SYSTEMS
 ATTN: MARILYN TRAPPE, MAIL STOP 1-08
 P.O. BOX 1042
 DAYTON, OH 45401
 ANY QUESTIONS CONCERNING THIS RELEASE, PLEASE CALL
 MIKE SHIELDS, PH: 937-455-7374, FAX: 937-455-9133.

TOOLING LOCATION:
 SIEMENS VDO AUTOMOTIVE
 1 AVENUE PAUL OURLIAC
 BOITE POSTAL 1149
 TOULOUSE CEDEX
 FRANCE 31036

T22208456 ECU - SUSPENSION - MR RTD
 DRAD ECU SOFTWARE REVISION FOR
 GMX222/272 PROGRAM P/N 22208456
 (PART OF THE BI-STATE & MR DRAD FAMILY OF ECU)
 REV LEVEL R2840B/REV 1
 WHO ORDERED: GREG CAZZELL